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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-6  
RIGHTS OFFERING  
745.8 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Rights Offering

Bill Date: 01/31/07

Bill Number: 1147919

NAME	DATE	HOURS	DESCRIPTION
FLECK CT	12/04/06	1.30	CONFERENCE WITH WORKING GROUP REGARDING RIGHTS OFFERING AND RELATED ISSUES (1.3).
FLECK CT	12/05/06	1.00	CONFERENCE WITH WORKING GROUP REGARDING RIGHTS OFFERING AND RELATED ISSUES (1.0).
FLECK CT	12/06/06	2.50	CONFERENCE WITH N. SAGGESE AND E. FURMAN REGARDING RIGHTS OFFERING AND RELATED ISSUES; RESEARCH REGARDING SAME (2.5).
FLECK CT	12/07/06	2.20	CONFERENCE WITH WORKING GROUP REGARDING INTEGRATION ISSUES; TELECONFERENCE WITH INVESTORS COUNSEL REGARDING SAME (2.2).
		7.00	
NOEL GA	12/04/06	1.50	TELECONFERENCE WITH WORKING GROUP RE FRAMEWORK AGREEMENT AND RIGHTS OFFERINGS (1.5).
NOEL GA	12/07/06	3.20	TELECONFERENCE WITH WORKING GROUP RE FRAMEWORK AGREEMENT AND RIGHTS OFFERINGS (3.2).
NOEL GA	12/08/06	0.90	CORRESPONDENCE; TELECONFERENCE WITH WORKING GROUP RE FRAMEWORK AGREEMENT AND RIGHTS OFFERINGS (0.9).
NOEL GA	12/11/06	1.50	CORRESPONDENCE; TELECONFERENCE WITH WORKING GROUP RE FRAMEWORK AGREEMENT AND RIGHTS OFFERINGS (1.5).
		7.10	
PANAGAKIS GN	12/28/06	0.60	ATTENTION TO 1145 ISSUES (0.6).
PANAGAKIS GN	12/29/06	1.40	TELECONFERENCES WITH WORKING GROUP REGARDING 1145 (0.8); FURTHER ATTENTION TO SAME (0.6).
		2.00	
SAGGESE NP	12/04/06	4.70	REVIEW VARIOUS ISSUES AND BACKGROUND DOCUMENTS RE RIGHTS OFFERINGS (4.7).
SAGGESE NP	12/05/06	4.90	REVIEW DOCUMENTS AND RELATED ISSUES RE RIGHTS OFFERINGS (4.9).
SAGGESE NP	12/06/06	2.40	REVIEW DOCUMENTS AND RELATED ISSUES; TELECONFERENCE WITH WORKING GROUP (2.4).
SAGGESE NP	12/07/06	4.10	REVIEW MATTER; IN-OFFICE CONFERENCES; CONFERENCE CALL; REVIEW DOCUMENTS RE RIGHTS OFFERINGS (4.1).
SAGGESE NP	12/08/06	3.40	REVIEW ISSUES; REVIEW DOCUMENTS; RIGHTS OFFERINGS (3.4).

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SAGGESE NP	12/11/06	3.90	REVIEW DOCUMENTS AND RELATED ISSUES RE RIGHTS OFFERINGS (3.9).
SAGGESE NP	12/12/06	2.10	REVIEW ISSUES; REVIEW DOCUMENTS RE RIGHTS OFFERINGS (2.1).
SAGGESE NP	12/13/06	1.20	REVIEW DOCUMENTS AND RELATED ISSUES RE RIGHTS OFFERINGS (1.2).
SAGGESE NP	12/15/06	0.90	REVIEW DOCUMENTS AND RELATED ISSUES RE RIGHTS OFFERINGS (0.9).
SAGGESE NP	12/18/06	1.10	REVIEW PUBLIC DOCUMENTS RE RIGHTS OFFERINGS (1.1).
		<b>28.70</b>	
<b>Total Partner</b>		<b>44.80</b>	
FURMAN EC	12/03/06	7.80	REVIEW EQUITY PURCHASE AGREEMENT, PLAN FRAMEWORK AGREEMENT, PREFERRED STOCK TERM SHEET AND OTHER BACKGROUND DOCUMENTS (7.8).
FURMAN EC	12/04/06	8.50	REVIEW EQUITY COMMITMENT AGREEMENT AND PSA (4.3); DISCUSS PRIVATE PLACEMENT ISSUES WITH WORKING GROUP (1.2); RESEARCH REGARDING SAME (3.0).
FURMAN EC	12/05/06	10.70	TELECONFERENCES WITH WORKING GROUP REGARDING INTEGRATION ISSUES (1.0); RESEARCH REGARDING PRIVATE PLACEMENT ISSUES (6.2); TELECONFERENCE WITH APALOOSA AND WHITE & CASE REGARDING EQUITY PURCHASE AGREEMENT (1.2); REVIEW SAME (2.3).
FURMAN EC	12/06/06	10.80	PREPARE INDEMNIFICATION RIDER (0.8); MEET WITH WORKING GROUP REGARDING INTEGRATION ISSUES (1.9); RESEARCH REGARDING SAME (5.4); REVIEW EQUITY COMMITMENT AGREEMENT AND PSA (2.7).
FURMAN EC	12/07/06	13.40	REVIEW REVISED EQUITY PURCHASE AGREEMENT (4.3); TELECONFERENCE WITH INVESTORS REGARDING INTEGRATION (1.3); RESEARCH REGARDING SAME (7.8).
FURMAN EC	12/08/06	10.30	MEETING WITH SKADDEN TEAM REGARDING EQUITY COMMITMENT AGREEMENT (10.3).
FURMAN EC	12/10/06	9.10	TELECONFERENCE WITH INVESTORS REGARDING EQUITY COMMITMENT AGREEMENT (7.0); REVIEW SAME (0.5); RESEARCH REGARDING INTEGRATION (1.6).
FURMAN EC	12/11/06	14.20	TELECONFERENCES WITH WORKING GROUP REGARDING INTEGRATION ISSUES (0.5); REVIEW EQUITY COMMITMENT AGREEMENT AND PSA (2.2); TELECONFERENCE WITH WORKING GROUP REGARDING SAME (1.0); CONFERENCE CALL WITH INVESTORS (10.5).

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FURMAN EC	12/12/06	8.80	REVIEW EQUITY PURCHASE AGREEMENT (4.0); NUMEROUS TELECONFERENCE WITH WORKING GROUP REGARDING SAME (1.0); RESEARCH REGARDING INTEGRATION ISSUES (3.8).
FURMAN EC	12/13/06	1.40	REVIEW EQUITY COMMITMENT AGREEMENT (1.4).
FURMAN EC	12/14/06	0.40	REVIEW REVISED EQUITY PURCHASE AGREEMENT (0.4).
FURMAN EC	12/15/06	1.40	REVIEW AND COMMENT ON PRESS RELEASE (1.4).
FURMAN EC	12/29/06	2.80	REVIEW 1145 RESEARCH; PREPARE TIMELINE FOR RIGHTS OFFERING (2.8).

99.60

KATZ MG	12/05/06	3.20	CONDUCT RESEARCH ON BANKRUPTCY SECTION 1145 ISSUE AND INTEGRATION (3.2).
KATZ MG	12/07/06	3.50	CONDUCT RESEARCH ON REGISTRATION ABANDONMENT IN BANKRUPTCY SETTING (3.5).

6.70

OGUNSANYA GO	12/27/06	2.20	REVIEW AND COMPARISON RIGHTS OFFERING RESEARCH AND CHARTS (2.2).
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2.20

PERL MW	12/26/06	2.30	REVIEW MULTIPLE FILINGS IN NUMEROUS CASES IN CONNECTION WITH RIGHT OFFERING TIME LINE (2.3).
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2.30

STUART NL	12/06/06	6.40	RESEARCH REGARDING 1145 (1.3); RESEARCH REGARDING SECTION 4(2) (1.9); REVIEW INVESTMENT AGREEMENT (3.2).
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STUART NL	12/07/06	8.70	RESEARCH REGARDING EQUITY INVESTMENT AND RIGHTS OFFERING (4.5); RESEARCH REGARDING DIVIDENDS TO SHAREHOLDERS (4.2).
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STUART NL	12/08/06	15.10	RESEARCH REGARDING SHAREHOLDER PARTICIPATION IN RIGHTS OFFERING (3.2); RESEARCH REGARDING BREAK UP FEES (5.1); RESEARCH AND REVIEW CONDITIONS TO INVESTMENT AGREEMENTS (6.8).
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STUART NL	12/09/06	2.90	RESEARCH REGARDING 1145 EXEMPTION (2.9).
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STUART NL	12/10/06	3.90	RESEARCH REGARDING 1145 EXEMPTION (2.2); RESEARCH REGARDING INDEMNIFICATION PROVISIONS (1.7).
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STUART NL	12/26/06	6.90	RESEARCH REGARDING RIGHTS AGREEMENT (2.6); RESEARCH RIGHTS OFFERING TIMELINES AND DRAFT CHART REGARDING SAME (4.3).
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STUART NL	12/28/06	4.20	RESEARCH REGARDING RIGHTS OFFERINGS AND TIMELINES (3.1); ADDITIONAL RIGHTS OFFERING RESEARCH (1.1).
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STUART NL	12/29/06	4.20	DRAFT CHART ON RIGHTS OFFERING AND REVISE TIMELINE (4.2).
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52.30

Total Associate	163.10
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TOTAL TIME	<u>207.90</u>
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CLIENT TOTAL	<u>5997.80</u>
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)  
Rights Offering

Bill Date: 02/28/07  
Bill Number: 1148705

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	01/11/07	0.30	REVIEW S-1 TIMETABLE AND RELATED MATTERS (0.3).
BUTLER, JR. J	01/17/07	0.30	FOLLOW-UP ON SUBSTANTIVE VARIOUS S-1 ISSUES (0.3).
BUTLER, JR. J	01/24/07	1.40	BEGIN TO REVIEW S-1 DRAFT (1.4).
BUTLER, JR. J	01/26/07	1.80	CONTINUE TO REVIEW S-1 DRAFT (1.8).
BUTLER, JR. J	01/30/07	0.40	FOLLOW-UP ON S-1 MATTERS INCLUDING TIMETABLE AND EMAILS FROM J. SHEEHAN AND T. TIMKO (0.4).
BUTLER, JR. J	01/31/07	0.40	FOLLOW-UP ON SUBSTANTIVE MATTERS REGARDING S-1 AND DISTRIBUTION PER PSA (0.4).
		4.60	
COCHRAN EL	01/04/07	2.10	REVIEW RIGHTS OFFERING ISSUES (2.1).
COCHRAN EL	01/22/07	1.70	REVIEW TIMING ISSUES ON RIGHTS OFFERING (1.7).
COCHRAN EL	01/31/07	2.20	REVIEW S-1 ISSUES (2.2).
		6.00	
GIBSON ML	01/12/07	0.30	REVIEW RIGHTS OFFERING CHART; UPDATE (0.3).
GIBSON ML	01/15/07	0.20	TELECONFERENCE WITH INTERNAL TEAM REGARDING RIGHTS OFFERING, NEXT STEPS (0.2).
GIBSON ML	01/16/07	0.70	REVIEW TIMELINE AND CORRESPONDENCE REGARDING RIGHTS OFFERING AND TIMELINE (0.7).
GIBSON ML	01/22/07	1.80	TELECONFERENCE WITH RIGHTS OFFERING TEAM (1.0); REVIEW TIMETABLES (0.4); REVIEW TRANSCRIPT (0.2); DISCUSSIONS WITH INTERNAL TEAM (0.2).
GIBSON ML	01/29/07	0.50	MULTIPLE TELECONFERENCES WITH WORKING GROUP REGARDING 8-A AND REGISTRATION ISSUES AND RESEARCH REGARDING SAME (0.5).
GIBSON ML	01/30/07	0.20	MULTIPLE TELECONFERENCES REGARDING REGISTRATION ISSUE (0.2).
		3.70	
<del>GROSS C</del>	<del>01/10/07</del>	<del>0.60</del>	<del>TAX WORK REGARDING RIGHTS OFFERING ANALYSIS (0.6).</del>
<del>GROSS C</del>	<del>01/16/07</del>	<del>0.60</del>	<del>TAX WORK REGARDING RIGHTS OFFERING (0.6).</del>
		1.20	

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<del>KUSHMAN MJ</del>	<del>01/08/07</del>	<del>2.10</del>	<del>REVIEW TRANSACTION STRUCTURE OF PROPOSED RIGHTS OFFERING (0.7); REVIEW PRECEDENT FILE (0.6); REVIEW TAX AUTHORITIES (0.8).</del>
<del>KUSHMAN MJ</del>	<del>01/29/07</del>	<del>1.90</del>	<del>REVIEW AND COMMENT ON TAX DISCLOSURE FOR FORM S-1 FILING (1.1); REVIEW TRANSACTION STRUCTURE (0.2); REVIEW TAX AUTHORITIES (0.3); REVIEW TAX RIDERS (0.3).</del>
<del>KUSHMAN MJ</del>	<del>01/30/07</del>	<del>0.90</del>	<del>REVIEW PROPOSED CHANGES TO TAX DISCLOSURE (0.6); REVIEW TAX AUTHORITIES (0.3).</del>
<del>KUSHMAN MJ</del>	<del>01/31/07</del>	<del>1.30</del>	<del>REVIEW AND COMMENT ON TAX DISCLOSURE (0.8); REVIEW TAX AUTHORITIES (0.5).</del>
		<b>6.20</b>	
MARAFIOTI KA	01/03/07	0.10	TELECONFERENCE FROM V. MELWANI REGARDING RIGHTS OFFERING (0.1).
MARAFIOTI KA	01/05/07	0.10	CORRESPONDENCE M. SEIDER REGARDING REGISTRATION STATEMENT INQUIRY (0.1).
MARAFIOTI KA	01/29/07	4.50	REVIEW AND COMMENT UPON S-1 REGISTRATION STATEMENT (4.5).
MARAFIOTI KA	01/30/07	1.60	REVIEW AND REVISE S-1 (1.6).
MARAFIOTI KA	01/31/07	3.90	CONTINUE TO WORK ON S-1 (3.1); DEVELOP STRATEGY REGARDING SAME (0.8).
		<b>10.20</b>	
NOEL GA	01/15/07	1.30	TELECONFERENCE WITH WORKING GROUP RE: REGISTRATION STATEMENT (1.3).
NOEL GA	01/16/07	0.70	CORRESPONDENCE RE: S-1 (0.7).
NOEL GA	01/19/07	1.70	REVIEW DOCUMENTS; CORRESPONDENCE; INVESTIGATE FACTS (1.7).
NOEL GA	01/21/07	0.70	CORRESPONDENCE; REVIEW DOCUMENTS (0.7).
NOEL GA	01/23/07	1.00	INVESTIGATE REGISTRATION STATEMENT MATTERS (1.0).
		<b>5.40</b>	
PANAGAKIS GN	01/05/07	0.20	ATTENTION TO REGISTRATION STATEMENT ISSUES (0.2).
PANAGAKIS GN	01/08/07	0.20	ATTENTION TO REGISTRATION STATEMENT ISSUES (0.2).
PANAGAKIS GN	01/11/07	0.30	REVIEW REGARDING RIGHTS OFFERING (0.3).
PANAGAKIS GN	01/13/07	0.50	REVIEW PLAN TIMELINE MATERIALS (0.5).
PANAGAKIS GN	01/18/07	0.30	REVIEW CORRESPONDENCE REGARDING COMMENTS TO REGISTRATION STATEMENT PROCESS (0.3).
PANAGAKIS GN	01/24/07	0.60	REVIEW REGISTRATION STATEMENT (0.6).

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PANAGAKIS GN	01/26/07	1.80	ATTENTION TO REGISTRATION STATEMENT (1.8).
PANAGAKIS GN	01/29/07	2.00	REVIEW REGISTRATION STATEMENT AND TELECONFERENCES REGARDING SAME (2.0).
PANAGAKIS GN	01/30/07	2.10	REVIEW REGISTRATION STATEMENT AND CHANGES TO SAME (1.8); TELECONFERENCE WITH B. SHAW (0.3).
PANAGAKIS GN	01/31/07	1.20	REVIEW REGISTRATION STATEMENT AND PARTICIPATE ON TELECONFERENCES REGARDING SAME (1.2).
		9.20	
SAGGESE NP	01/02/07	5.90	REVIEW SECURITIES LAWS AND EXEMPTIONS AND RELATED ISSUES; REVIEW MEMOS; WORKING GROUP CONFERENCES AND REVIEW RELATED DOCUMENTS (5.9).
SAGGESE NP	01/03/07	4.30	REVIEW PLAN OBJECTION; REVIEW SECURITIES LAWS AND EXEMPTIONS AND RELATED ISSUES; REVIEW DOCUMENTS; WORKING GROUP CONFERENCES AND REVIEW OF RELATED MEMO (4.3).
SAGGESE NP	01/04/07	2.90	REVIEW SECURITIES LAWS AND EXEMPTIONS AND RELATED ISSUES; REVIEW RELATED MEMO AND DOCUMENTS (2.9).
SAGGESE NP	01/05/07	2.10	REVIEW PLAN FILINGS AND RELATED PLAN DOCUMENTS; REVIEW RIGHTS OFFERING MECHANICS (2.1).
SAGGESE NP	01/11/07	2.40	REVIEW FILINGS AND OBJECTIONS FOR PREPARATION OF S-1 (2.4).
SAGGESE NP	01/12/07	5.10	REVIEW FILINGS AND OBJECTIONS AND COMPANY MATERIALS IN PREPARATION FOR S-1 (5.1).
SAGGESE NP	01/15/07	4.80	WORKING GROUP CONFERENCE REGARDING S-1. AND TIMING ISSUES (1.9); REVIEW S-1 AND RELATED ISSUES AND PROCEDURES, INCLUDING SEC RULES (2.9).
SAGGESE NP	01/16/07	5.10	REVIEW TIMELINE AND RELATED ISSUES FOR REG. STATEMENT AND OTHER PLAN MATTERS (2.9); REVIEW ECPA AND RELATED MATTERS (2.2).
SAGGESE NP	01/17/07	0.90	REVIEW ISSUES FOR S-1, INCLUDING TIMING ISSUES (0.9).
SAGGESE NP	01/18/07	5.10	REVIEW PLAN REORG RELATED DOCUMENTS AND RELATED ISSUES FOR SEC AND OTHER ISSUES (5.1).
SAGGESE NP	01/22/07	2.90	REVIEW VARIOUS TIMING AND PROCESS MATTERS AND GENERAL BACKGROUND PREP FOR S-1; WORKING GROUP CONFERENCE REGARDING TIMING ISSUES (2.9).
SAGGESE NP	01/23/07	1.10	PREPARE WORK FOR 10-K AND S-1 (1.1).



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SAGGESE NP	01/24/07	1.10	READ SECTIONS OF 10-K FOR BACKGROUND AND PREPARE FOR S-1 (1.1).
SAGGESE NP	01/25/07	1.90	REVIEW TIME LINE RELATED ISSUES (1.9).
SAGGESE NP	01/26/07	1.30	WORKING GROUP TELECONFERENCE (0.5); REVIEW TIMING, SEC AND RIGHTS ISSUES (0.8).
SAGGESE NP	01/29/07	0.90	REVIEW S-1 MATTERS (0.9).
SAGGESE NP	01/31/07	0.80	REVIEW S-1 REGISTRATION RELATED ISSUES (0.8).
		<b>48.60</b>	
<b>Total Partner</b>		<b>95.10</b>	
GASAWAY M	01/04/07	1.50	REVIEW DEAL STATUS AND S-1 DRAFT (1.5).
GASAWAY M	01/08/07	2.30	MULTIPLE CONVERSATIONS WITH WORKING GROUP ON DELPHI; REVIEW INFORMATION (2.3).
GASAWAY M	01/09/07	2.80	TELECONFERENCE WITH M. KATZ REGARDING RIGHTS OFFERING MECHANICS AND TIMETABLES (0.6); RESEARCH RIGHTS OFFERING PRECEDENT AND FORM S-1 RULES AND DISCLOSURE UPDATES (2.2). REVIEW RIGHTS OFFERING TIMETABLE MECHANICS AND PRECEDENT.
GASAWAY M	01/10/07	4.00	DRAFT TIMELINES FOR RIGHTS OFFERING (4.0).
GASAWAY M	01/11/07	4.80	REVISE RIGHTS OFFERING TIMELINE AND MECHANICS AND DISTRIBUTE TO INTERNAL WORKING GROUP (4.8).
GASAWAY M	01/12/07	4.80	REVISE RISK FACTORS FOR S-1 (4.8).
GASAWAY M	01/15/07	8.40	REVISE RISK FACTORS (0.6); RESEARCH FWP RULES (1.1); VIDEO TELECONFERENCE (INTERNAL SKADDEN WORKING GROUP) (3.3); REVISE TIMELINE AND KEY DATES LIST (3.4).
GASAWAY M	01/16/07	6.50	MULTIPLE REVISIONS OF TIMELINE AND KEY DATES LISTS (4.1); RESEARCH SEC RULES REGARDING FINANCIAL STATEMENTS (2.4).
GASAWAY M	01/17/07	6.60	FOLLOW UP ON SEC AND ACCOUNTING RESEARCH MATTERS (3.1); MEETING WITH COMPANY AT DELPHI OFFICES (3.0); FOLLOW UP POST-MEETING WITH LEGAL AND ACCOUNTING STAFF OF COMPANY (0.5).
GASAWAY M	01/18/07	1.50	DRAFT S-1 (0.4). REVIEW REVISED TIMELINE AND PROVIDE COMMENTS (1.1).
GASAWAY M	01/19/07	6.40	WEEKLY STATUS TELECONFERENCE (0.7); RESPOND TO QUESTIONS ON PLAN-RELATED DOCUMENTS (2.8); REVIEW REVISED TIMELINE AND (1.1); REVISE S-1 DRAFT (1.8).
GASAWAY M	01/20/07	12.20	REVISE S-1 (12.2).

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GASAWAY M	01/21/07	13.10	REVISE S-1 (12.3); FOLLOW UP ON EPCA MATTERS (0.8).
GASAWAY M	01/22/07	2.80	REVIEW AND COMMENT ON TIME LINES (0.4); CONFERENCE WITH WORKING GROUP REGARDING EPCA (0.6); REVIEW S-1 DRAFT (1.8).
GASAWAY M	01/23/07	2.20	REVIEW AND COMMENT ON TIMELINE AND S-1 (2.2).
GASAWAY M	01/24/07	6.00	MEETING WITH GM RE: S-1 (1.8); MEETING WITH PLAN INVESTORS RE: S-1 (2.0); REVIEW AND COMMENT ON DRAFT S-1 (2.2).
GASAWAY M	01/25/07	0.60	REVISE NARRATIVE TIMELINE TO REFLECT N. SAGGESE COMMENTS (0.6).
GASAWAY M	01/26/07	2.10	REVISE TIMELINE (2.1).
GASAWAY M	01/27/07	3.20	REVISE TIMELINE (3.2).
GASAWAY M	01/28/07	2.30	REVISE TIMELINE AND S-1 (2.3).
GASAWAY M	01/29/07	3.80	FOLLOW UP ON RIGHTS OFFERING MATTERS (3.8).
GASAWAY M	01/30/07	6.20	REVISE S-1 (6.2).
		<b>104.10</b>	
MATZ TJ	01/30/07	0.80	REVIEW AND COMMENT ON PORTIONS OF DRAFT S-1 (0.8).
MATZ TJ	01/31/07	1.00	FURTHER ANALYSIS AND WORK ON S-1 REGISTRATION STATEMENT (0.6); TELECONFERENCE WITH WORKING GROUP REGARDING S-1 AND PLAN DOCUMENTS (0.4).
		<b>1.80</b>	
SENSENBRENNER EB	01/17/07	1.40	REGISTRATION STATEMENT S-1 TAX DISCLOSURE (1.4).
SENSENBRENNER EB	01/23/07	1.00	TAX WORK REGARDING RIGHTS OFFERING S-1 (0.3); TELECONFERENCE WITH WHITE & CASE AND MILBANK (0.7).
SENSENBRENNER EB	01/24/07	2.50	TAX WORK REGARDING RIGHTS OFFERING (2.5).
SENSENBRENNER EB	01/25/07	2.80	TAX WORK REGARDING RIGHTS OFFERING, S-1 (2.8).
SENSENBRENNER EB	01/26/07	4.40	TAX ANALYSIS REGARDING RIGHTS OFFERING (1.4); WORK ON FORM S-1 TAX DISCLOSURE (3.0).

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SENSENBRENNER EB	01/29/07	3.80	REVIEW REGISTRATION STATEMENT (0.6); TAX WORK REGARDING RIGHTS OFFERING (3.2).
SENSENBRENNER EB	01/30/07	3.00	TAX WORK REGARDING S-1 REGISTRATION STATEMENT (3.0).
SENSENBRENNER EB	01/31/07	3.80	TAX WORK REGARDING RIGHTS OFFERING, REGISTRATION STATEMENT (3.8).
		<b>22.70</b>	
<b>Total Counsel</b>		<b>128.60</b>	
FEINBERG AS	01/18/07	1.50	TAX ANALYSIS REGARDING FORM S-1 (1.5).
FEINBERG AS	01/19/07	1.30	TAX ANALYSIS REGARDING FORM S-1 (1.3).
FEINBERG AS	01/24/07	3.10	ANALYSIS REGARDING DISCLOSURE FOR FORMS S-1 (3.1).
FEINBERG AS	01/26/07	1.10	TAX ANALYSIS REGARDING FORM S-1 (1.1).
FEINBERG AS	01/29/07	1.20	TAX ANALYSIS REGARDING FORM S-1 (1.2).
		<b>8.20</b>	
FURMAN EC	01/02/07	8.90	REVIEW EQUITY COMMITTEE OBJECTION; REVIEW PRECEDENT RIGHTS OFFERING MATERIALS; PREPARE S-1 (8.9).
FURMAN EC	01/03/07	7.60	RESEARCH 1145 ISSUES; PREPARE S-1 (7.6).
FURMAN EC	01/04/07	10.40	RESEARCH 1145 ISSUES; PREPARE S-1; DISCUSS AND RESEARCH TRADING MECHANICS WITH S. ROTHWELL (10.4).
FURMAN EC	01/08/07	9.30	PREPARE S-1 (8.2); MEET WITH WORKING GROUP REGARDING RIGHTS OFFERING PROCESS (1.1).
FURMAN EC	01/09/07	8.70	PREPARE S-1 (7.7); REVIEW HIGHLAND AGREEMENTS (1.0).
FURMAN EC	01/10/07	5.90	PREPARE RIGHTS OFFERING CHECKLIST (4.0); PREPARE S-1 (1.9).
FURMAN EC	01/11/07	11.20	PREPARE S-1 (10.2); PREPARE RIGHTS OFFERING CHECKLIST (1.0).
FURMAN EC	01/12/07	2.50	PREPARE S-1 (2.5).
FURMAN EC	01/15/07	10.90	TELECONFERENCE WITH WORKING GROUP REGARDING TIME OF BANKRUPTCY PROCEEDINGS AND RIGHTS OFFERING (2.2); PREPARE S-1 (6.5); REVIEW AND REVISE DEAL TIMELINES (0.4); RESEARCH REGARDING TIMING ISSUES (1.8).
FURMAN EC	01/16/07	4.60	PREPARE S-1 (4.6).
FURMAN EC	01/17/07	4.90	ATTEND MEETING AT DELPHI (3.5); FORM CHECK S-1 (1.2); REVIEW ACCOUNTING RULES (0.2).

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FURMAN EC	01/18/07	2.70	PREPARE S-1 (2.7).
FURMAN EC	01/19/07	6.40	PREPARE S-1 (5.4); REVIEW DELPHI SEC FILINGS (1.0).
FURMAN EC	01/23/07	11.70	REVIEW FWP RULES (0.4); REVISE S-1 (11.3).
FURMAN EC	01/24/07	2.30	REVIEW RIGHTS AGREEMENT AND AMENDMENTS (0.8); PREPARE S-1 (1.5).
FURMAN EC	01/25/07	6.20	PREPARE S-1 AND FORM CHECKLIST (6.2).
FURMAN EC	01/26/07	2.10	REVISE S-1 (2.1).
FURMAN EC	01/28/07	2.40	PREPARE S-1 CHECKLIST AND REVIEW FORM RULES (2.4).
FURMAN EC	01/29/07	10.30	TELECONFERENCE WITH M. LOEB AND J. WILLIAMS REGARDING S-1 PROCESS (2.0); PREPARE BOARD RESOLUTIONS (0.5); REVIEW REVISED 10-K (0.5); PREPARE S-1 (7.3).
FURMAN EC	01/30/07	4.90	PREPARE S-1 (4.3); REVISE BOARD RESOLUTIONS (0.1); REVIEW SEGMENT REPORTING RULES (0.5).
FURMAN EC	01/31/07	4.10	TELECONFERENCE WITH M. LOEB (0.5); PREPARE S-1 (3.6).

138.00

GANITSKY DI	01/02/07	1.20	TELECONFERENCE REGARDING RIGHTS OFFERING AND 1145 OF CODE AND REVIEW OF RELATED MATERIAL IN ADVANCE OF CALL (1.2).
GANITSKY DI	01/17/07	5.30	GROUP VIDEO CONFERENCE CALL REGARDING S-1 PROCESS AS WELL OTHER STRATEGIC MATTERS (3.2); LEGAL RESEARCH RE DELAWARE STATE LAW AND FEDERAL SECURITIES LAWS REGARDING VARIOUS MATTERS RELATING TO RIGHTS OFFERING AND INTERNAL DISCUSSIONS REGARDING SAME (2.1).
GANITSKY DI	01/19/07	1.70	LEGAL RESEARCH REGARDING MATTERS RELATING TO RIGHTS OFFERING (1.7).
GANITSKY DI	01/26/07	0.70	RESEARCH REGARDING FILING OF FORM 15S AND FORM 25S BY COMPANIES IN CHAPTER 11 AND DELISTED COMPANIES (0.7).
GANITSKY DI	01/29/07	2.20	REVIEW OF S-1 (2.2).
GANITSKY DI	01/30/07	0.60	REVIEW OF S-1 (0.6).

11.70

GOETZ AJ	01/26/07	1.50	<del>REVIEW S-1 (1.5).</del>
GOETZ AJ	01/29/07	3.80	<del>TELECONFERENCE WITH WORKING GROUP (1.8); REVIEW AND REVISE S-1 (2.0).</del>
GOETZ AJ	01/30/07	3.20	<del>REVIEW AND REVISE S-1 (3.2).</del>
		8.50	

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GRANT K	01/24/07	1.40	REVIEW DRAFT S-1 STATEMENT FOR RIGHTS OFFERING (1.4).
GRANT K	01/31/07	4.50	CONTINUE TO REVIEW OF PLAN MATERIALS INCLUDING DRAFT S-1 STATEMENT (2.7); AND CURRENT DRAFT PLAN (1.8).
		5.90	
HARDIN AS	01/02/07	1.80	REVIEW CHECKLIST RELATED TO RIGHTS OFFERING (0.2); WORKING GROUP TELECONFERENCE REGARDING PENDING TASKS (1.6).
HARDIN AS	01/30/07	0.50	REVIEW CHANGES TO DRAFT S-1 (0.5).
HARDIN AS	01/31/07	2.70	PREPARE DRAFT S-1 FOR DISTRIBUTION (2.7).
		5.00	
KATZ MG	01/03/07	4.20	CREATE VERSION 1 OF THE S-1 (4.2).
KATZ MG	01/04/07	1.70	CREATE VERSION 1 OF THE S-1 (1.7).
KATZ MG	01/08/07	1.50	CONDUCT DELAWARE LAW AND FEDERAL SECURITIES LAW RESEARCH (1.5).
KATZ MG	01/09/07	2.70	CONDUCT DELAWARE LAW AND FEDERAL SECURITIES LAW RESEARCH. DRAFT S-1 (2.7).
KATZ MG	01/10/07	1.70	CONDUCT DELAWARE LAW AND FEDERAL SECURITIES LAW RESEARCH. UPDATE S-1 (1.7).
KATZ MG	01/15/07	4.70	CONDUCT RESEARCH FOR FILING 10-K AND SECURITIES LAW ISSUES (4.7).
KATZ MG	01/16/07	3.00	CONDUCT RESEARCH FOR FILING 10-K AND SECURITIES LAW ISSUES (3.0).
KATZ MG	01/17/07	0.50	CONDUCT RESEARCH FOR FILING 10-K AND SECURITIES LAW ISSUES (0.5).
KATZ MG	01/18/07	9.00	CREATE CHECKLIST FOR DRAFTING AND REVIEWING 10-K AND S-1 (9.0).
KATZ MG	01/19/07	1.50	CREATE CHECKLIST FOR DRAFTING AND REVIEWING 10-K AND S-1 AND RESPOND TO RESEARCH QUESTION (1.5).
KATZ MG	01/22/07	8.50	CONDUCT RULE CHECK ON THE S-1 AND 10-K (8.5).
KATZ MG	01/23/07	3.70	HOURS CONDUCTED RULE CHECK ON THE S-1 AND 10-K (3.7).
KATZ MG	01/24/07	2.00	CONDUCT RULE CHECK ON THE S-1 AND 10-K AND CONDUCT RESEARCH (2.0).
		44.70	
PLATT SJ	01/17/07	<del>1.20</del>	<del>GATHER AND COMPILE PLEADINGS PRECEDENT REGARDING RIGHTS OFFERINGS (1.2).</del>
		1.20	

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SCHOCKETT P	01/18/07	2.80	BEGIN DRAFTING S-1 TAX DISCLOSURE (2.8).
SCHOCKETT P	01/19/07	2.80	CONTINUE DRAFTING S-1 TAX DISCLOSURE (2.8).
SCHOCKETT P	01/20/07	1.30	TAX WORK REGARDING S-1 (1.3).
SCHOCKETT P	01/22/07	5.80	TAX WORK REGARDING S-1 TAX DISCLOSURE (5.8).
SCHOCKETT P	01/23/07	4.50	TAX WORK REGARDING S-1 TAX DISCLOSURE (4.5).
SCHOCKETT P	01/24/07	4.20	TAX WORK REGARDING S-1 TAX DISCLOSURE (4.2).
SCHOCKETT P	01/25/07	7.00	TAX WORK REGARDING S-1 TAX DISCLOSURE (7.0).
SCHOCKETT P	01/26/07	6.00	REVISE S-1 TAX DISCLOSURE (2.7); TAX WORK REGARDING RIGHTS OFFERING (3.3).
SCHOCKETT P	01/27/07	2.80	TAX ANALYSIS REGARDING RIGHTS OFFERING (2.8).
SCHOCKETT P	01/29/07	2.20	TAX WORK REGARDING DELPHI S-1 (1.2); TAX ANALYSIS REGARDING RIGHTS OFFERING (1.0).
SCHOCKETT P	01/30/07	1.30	TELECONFERENCE REGARDING S-1 REGISTRATION STATEMENT (0.4); TAX WORK REGARDING S-1 TAX DISCLOSURE (0.9).
		<b>40.70</b>	
STUART NL	01/02/07	15.10	RESEARCH REGARDING RIGHTS OFFERING (1.9); WORKING GROUP CALL REGARDING 1145 (0.6); DRAFT MEMO REGARDING 1145 EXEMPTION (4.9); RESEARCH REGARDING 1145 AND RIGHTS OFFERING (7.7).
STUART NL	01/03/07	10.00	RESEARCH REGARDING USE OF SECTION 1145 FOR RIGHTS OFFERING (4.9); CONTINUE TO DRAFT AND REVISE MEMO REGARDING SAME (5.2).
STUART NL	01/04/07	6.00	CONTINUE RESEARCH REGARDING 1145 MEMO (3.1); FINALIZE AND DISTRIBUTE 1145 MEMO (2.9).
STUART NL	01/05/07	4.10	CONTINUE RESEARCH ON 1145 AND RIGHTS OFFERING (4.1).
STUART NL	01/11/07	2.40	RESEARCH MECHANICS OF RIGHTS OFFERING (2.4).
STUART NL	01/12/07	3.10	CONTINUE TO RESEARCH REGARDING RIGHTS OFFERING (3.1).
STUART NL	01/15/07	7.90	BEGIN DRAFTING EMERGENCE TIMELINE AND REGISTRATION STATEMENT TIMELINE (5.3); RESEARCH REGARDING SAME (2.6);
STUART NL	01/19/07	4.30	RESEARCH REGARDING RIGHTS OFFERING (4.3).

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STUART NL	01/21/07	0.60	RESEARCH REGARDING RIGHTS OFFERING (0.6).
STUART NL	01/22/07	6.10	REVIEW AND COMMENT ON INITIAL DRAFT OF REGISTRATION STATEMENT (6.1).
STUART NL	01/23/07	1.10	REVIEW AND COMMENT ON S-1 (1.1).
STUART NL	01/24/07	1.70	ADDITIONAL RESEARCH REGARDING PLAN AND RIGHTS OFFERING (1.7).
STUART NL	01/30/07	10.10	REVIEW AND COMMENT ON S-1 (3.9); RESEARCH REGARDING BANKRUPTCY RELATED S-1 REGISTRATION STATEMENTS (2.4); REDRAFT BANKRUPTCY RELATED SECTION OF S-1 (3.8).
STUART NL	01/31/07	1.90	REVISE S-1 BANKRUPTCY SECTION (1.9).
		74.40	
Total Associate		338.30	
TOTAL TIME		<u>562.00</u>	
CLIENT TOTAL		<u>8478.00</u>	

Delphi Corporation (DIP)  
Rights Offering

Bill Date: 02/28/07  
Bill Number: 1148705

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Travel	01/16/07	Gasaway M	52.93
Out-of-Town Travel	01/16/07	Gasaway M	202.07
TOTAL OUT-OF-TOWN TRAVEL			\$255.00
Out-of-Town Meals	01/16/07	Gasaway M	7.95
Out-of-Town Meals	01/17/07	Gasaway M	5.01
Out-of-Town Meals	01/17/07	Gasaway M	40.04
TOTAL OUT-OF-TOWN MEALS			\$53.00
TOTAL MATTER			\$308.00
TOTAL CLIENT			\$296,686.00